

ORDINANCE NUMBER 0-17639 (N.S.)

(O-91-178)

Adopted JUN 24 1991

AN ORDINANCE PURSUANT TO SECTION 99 OF THE CITY CHARTER AUTHORIZING A FACILITIES LEASE AND SITE AND FACILITIES LEASE WITH SAN DIEGO FACILITIES AND EQUIPMENT LEASING CORPORATION AND A TRUST AGREEMENT AND APPROVING THE FORM OF ASSIGNMENT AGREEMENT WITH BANK OF AMERICA NATIONAL TRUST & SAVINGS ASSOCIATION RELATING TO THE ISSUANCE OF CERTIFICATES OF PARTICIPATION IN AN AMOUNT NOT TO EXCEED \$12,500,000 FOR A TERM NOT EXCEEDING 30 YEARS (BALBOA PARK AND MISSION BAY PARK CAPITAL IMPROVEMENTS PROGRAM)

WHEREAS, the San Diego Facilities and Equipment Leasing Corporation (the "Corporation") is a nonprofit public benefit corporation organized and existing under the laws of the State of California with the authority to assist the City of San Diego (the "City") in the financing of public facilities and improvements; and

WHEREAS, the City has proposed that the Corporation assist the City in the financing of the acquisition, construction and installation of a portion of the public improvements proposed in Balboa Park and Mission Bay Park (the "Balboa Park and Mission Bay Park Capital Improvements Program"), which portion financed by the Series 1991 Certificates shall constitute the "Project"; and

WHEREAS, it has been proposed that the City lease certain land and improvements (the "Facilities") to the Corporation pursuant to a Site and Facilities Lease, dated as of July 15, 1991, by and between the City and Corporation (the "Site and Facilities Lease"), the form of which has been presented to this City Council, which will grant the Corporation the right to use the Facilities for a term not to exceed 30 years, for which the Corporation will make a lump sum advance rental payment which will be used by the City for the acquisition, construction and installation of the Project; and

WHEREAS, it has been proposed that the City lease back the Facilities from the Corporation pursuant to a Facilities Lease, dated as of July 15, 1991, by and between the City and the Corporation (the "Facilities Lease"), the form of which has been presented to this City Council, pursuant to which the City will agree to lease the Facilities, for a term not to exceed 30 years, from the Corporation and to make certain lease payments (the "Lease Payments") in connection therewith; and

WHEREAS, as a financing mechanism, Certificates of Participation will be executed and delivered evidencing the proportionate interests of the owners thereof in lease payments

(the "Lease Payments") to be made by the City to the Corporation under the Facilities Lease; and

WHEREAS, it has been proposed that the Corporation grant, assign and transfer all of its right to receive the Lease Payments under the Facilities Lease from the City to Bank of America National Trust & Savings Association, as Trustee (the "Trustee") pursuant to an Assignment Agreement, dated as of July 15, 1991, by and between the Corporation and the Trustee (the "Assignment Agreement"), the form of which has been presented to this City Council, for the purpose of paying the Interest Components and Principal Components on the Certificates; and

WHEREAS, the Corporation and the City have determined that it would be in the best interest of the Corporation, the City and citizens of the community to authorize, pursuant to the Trust Agreement, dated as of July 15, 1991, by and among the Corporation, the Trustee and the City (the "Trust Agreement"), the form of which has been presented to this City Council, the preparation, execution, sale and delivery of Certificates of Participation in an amount not to exceed \$12,500,000 (the "Certificates") which represent direct and proportionate interests in the Principal Components and Interest Components of the Lease Payments; and

WHEREAS, pursuant to Section 99 of the Charter of The City of San Diego, a noticed hearing was held on the date hereof, regarding the leasing of the Facilities and the agreements to be entered into to carry out the purposes of said Project as referred to in the recitals hereof; NOW, THEREFORE,

BE IT ORDAINED, by the Council of The City of San Diego, as follows:

Section 1. The proposed form of Trust Agreement, dated as of July 15, 1991, by and among the Trustee, the Corporation and the City, which is on file in the office of the City Clerk as Document No. 00-17639-1, is hereby approved. The City Manager and the City Clerk are authorized and directed to execute said Trust Agreement on behalf of the City.

Section 2. The proposed form of Facilities Lease, dated as of July 15, 1991, by and between the Corporation and the City, which is on file in the office of the City Clerk as Document No. 00-17639-2, is hereby approved. The City Manager and the City Clerk are authorized and directed to execute said Facilities Lease on behalf of the City.

Section 3. The proposed form of Site and Facilities Lease, dated as of July 15, 1991, by and between the Corporation and the City, which is on file in the office of the City Clerk as Document

Section 3. The proposed form of Site and Facilities Lease, dated as of July 15, 1991, by and between the Corporation and the City, which is on file in the office of the City Clerk as Document No. 00-17639-3, is hereby approved. The City Manager and the City Clerk are authorized and directed to execute said Site and Facilities Lease on behalf of the City.

Section 4. The proposed form of Assignment Agreement, dated as of July 15, 1991, by and between the Corporation and the Trustee, which is on file in the office of the City Clerk as Document No. 00-17639-4, is hereby approved.

Section 5. The Trustee, as compensation for acting as Trustee pursuant to the Trust Agreement, is hereby authorized to pay to itself out of the proceeds of the delivery of said Certificates of Participation such amounts to which it is entitled pursuant to its letter to the City, dated 5/20, 1991, a copy of which is on file in the office of the City Clerk as Document No. 00-17639-5.

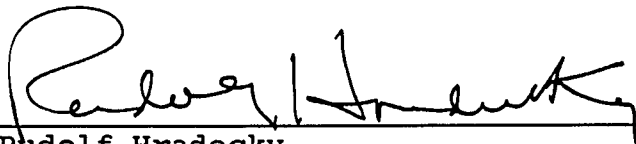
Section 6. The Trust Agreement, Facilities Lease, Site and Facilities Lease and Assignment Agreement shall be executed in the forms hereby approved, with such additions thereto and changes therein as are consistent with the essential terms thereof and which are approved by the City Manager. The City Manager's approval of such changes shall be conclusively established by his execution of such documents.

Section 7. The Mayor, City Manager, City Clerk and other officials of the City are hereby authorized and directed to execute such other agreements, documents and certificates as may be necessary to effect the purpose of this ordinance.

Section 8. The Clerk is authorized and directed to cause a digest or copy of this ordinance to be published at least once in The San Diego Daily Transcript within fifteen (15) days after the adoption of this ordinance pursuant to Section 18 of the City Charter.

Section 9. This ordinance shall take effect and be in force on the thirtieth day from and after its passage.

APPROVED: John W. Witt, City Attorney

By 
Rudolf Hradecky
Deputy City Attorney

RH:ps
05/31/91
06/07/91 COR.COPY
Or.Dept.Fin.Mgmt.
0-91-178

by the following vote:

Council Members	Yeas	Nays	Not Present	Ineligible
Abbe Wolfsheimer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ron Roberts	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
John Hartley	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
H. Wes Pratt	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Tom Behr	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
J. Bruce Henderson	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Judy McCarty	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Bob Filner	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mayor Maureen O'Connor	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

MAUREEN O'CONNOR

Mayor of The City of San Diego, California.

(Seal)

CHARLES G. ABDELNOUR

City Clerk of The City of San Diego, California.

By *Linda Luzano*, Deputy.

I HEREBY CERTIFY that the foregoing ordinance was not finally passed until twelve calendar days had elapsed between the day of its introduction and the day of its final passage, to wit, on

JUN 10 1991

JUN 24 1991

, and on

~~I FURTHER CERTIFY that said ordinance was read in full prior to its final passage.~~

I FURTHER CERTIFY that the reading of said ordinance in full was dispensed with by a vote of not less than a majority of the members elected to the Council, and that there was available for the consideration of each member of the Council and the public prior to the day of its passage a written or printed copy of said ordinance.

CHARLES G. ABDELNOUR

City Clerk of The City of San Diego, California.

(Seal)

By *Linda Luzano*, Deputy.

Office of the City Clerk, San Diego, California

Ordinance Number **0-17639** Adopted **JUN 24 1991**

Passed and adopted by the Council of The City of San Diego on JUN 24 1991
by the following vote:

Council Members	Yeas	Nays	Not Present	Ineligible
Abbe Wolfsheimer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ron Roberts	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
John Hartley	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Bob Filner	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mayor Maureen O'Connor	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

MAUREEN O'CONNOR
Mayor of The City of San Diego, California.

(Seal)

CHARLES G. ABDELNOUR
City Clerk of The City of San Diego, California.

By Linda Sugaw, Deputy.

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CHARLES G. ABDELNOUR
City Clerk of The City of San Diego, California.

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By Linda Sugaw, Deputy.

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